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Software AG, Inc. And Software AG

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

CONSIST SOFTWARE SOLUTIONS,
INC. f/k/a CONSIST INTERNATIONAL,
INC.,

Plaintiff,

-against-

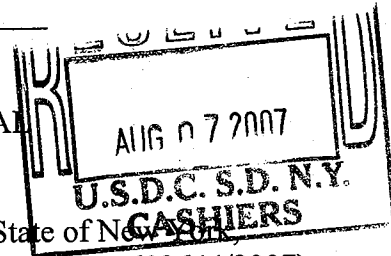
SOFTWARE AG, INC. and SOFTWARE
AG,

Defendants.

Case No. _____

NOTICE OF REMOVAL
(28 U.S.C. § 1446)

(Supreme Court of the State of New York,
County of New York, Index No. 602644/2007)



TO THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK:

Defendants Software AG, Inc. ("SAGA") and Software AG ("SAG") are the defendants in this civil action, brought on August 3, 2007, in the Supreme Court of the State of New York, County of New York. Pursuant to the provisions of Sections 1441 and 1446 of Title 28 of the United States Code, SAGA and SAG remove this action to the United States District Court for the Southern District of New York, which is the judicial district in which the action is pending.

1. This Notice of Removal is filed by all Defendants.

2. This action alleges breaches of a distributorship agreement between Plaintiff Consist Software Solutions, Inc. f/k/a Consist International, Inc. ("Consist") and SAGA. Consist seeks injunctive relief, declaratory judgment, specific performance and damages.

3. Removal of this action from the Supreme Court of the State of New York, County of New York to the federal district court is proper under 28 U.S.C. § 1441(a) because the federal court would have had original jurisdiction of this action based on diversity of citizenship, 28 U.S.C. § 1332, had this action been brought originally in the federal court. Furthermore, removal of the action is not barred under 28 U.S.C. § 1441(b) because no party properly joined is a citizen of the State of New York, where this action is proceeding.

4. Original jurisdiction based on diversity of citizenship is proper in this case because:

- a. Plaintiff Consist is a corporation organized in Delaware, with its principal place of business in Delaware, so is a citizen of Delaware for diversity purposes.
- b. Defendant Software AG, Inc. ("SAGA") is a corporation organized in Virginia, with its principal place of business in Virginia, so is a citizen of Virginia.
- c. Defendant Software AG ("SAG") is a corporation organized in Germany, with its principal place of business in Germany, so is a citizen of Germany.
- d. In addition to complete diversity of citizenship between plaintiff and defendant, the amount in controversy exceeds \$75,000, exclusive of interest and costs. Plaintiff's Complaint seeks damages exceeding \$10 million, and although Defendants deny that Plaintiff is entitled to any recovery, the amount in controversy exceeds the minimum jurisdictional amount.

5. This Notice of Removal is timely because the original Complaint in this action was served on the Defendants on August 3, 2007. This Notice was filed within 30 days of receipt of that pleading and within one year of the date on which the action commenced.

6. The only papers, pleadings or orders served on the Defendants to date in this action are the Summons and Complaint. True and correct copies are attached to this Notice of Removal as Exhibits A and B.

7. Service and notice of the filing of this Notice of Removal will be given to Plaintiff as required. A true and correct copy of this Notice of Removal will be filed with the Clerk of Court for the Supreme Court of the State of New York, County of New York pursuant to 28 U.S.C. § 1446(a).

WHEREFORE, Defendant respectfully requests this Court to proceed with this action as if originally brought in this Court.

Dated: New York, New York
August 6, 2007

BAKER & MCKENZIE LLP



By:

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